

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER &  
FLOM, LLP  
155 Nroth Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - X  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)  
et al., :   
:   
Debtors. : Jointly Administered  
- - - - - x

**ORDER UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 363  
AUTHORIZING DEBTORS TO RETAIN AND EMPLOY ALFRED H. SIEGEL  
OF CROWE HORWATH LLP AS CHIEF RESTRUCTURING OFFICER TO THE  
DEBTORS**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors  
for an order, pursuant to Bankruptcy Code sections  
105(a) and 363, authorizing them to retain and employ  
Alfred H. Siegel of Crowe Horwath LLP ("Crowe") as chief

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall  
have the meanings ascribed to such terms in the Motion.

restructuring officer ("CRO") to the Debtors; and the Court having reviewed the Motion and the Siegel Affidavit; and due and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and it appearing that Mr. Siegel and Crowe neither hold nor represent any interest adverse to the Debtors' estates; and it appearing that Mr. Siegel and Crowe are "disinterested", as that term is defined in Bankruptcy Code section 101(14); and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; after due deliberation thereon and sufficient cause appearing therefore, it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion is GRANTED.
2. The Engagement Letter is approved in all respects, including (without limitation) the indemnification and limitation of liability provisions therein.
3. In accordance with Bankruptcy Code section 363, the Debtors are authorized to employ and retain Mr. Siegel of Crowe as CRO and, to the extent Mr.

Siegel deems appropriate, additional Crowe professionals on the terms set forth in the Motion and the Engagement Agreement.

4. All compensation and reimbursement due to, and other rights of Mr. Siegel and Crowe, relating to services performed on or after the date of entry of this Order, including, without limitation, indemnification obligations, shall be treated and allowed as administrative expenses in accordance with section 503 of the Bankruptcy Code and shall be paid in accordance with the Engagement Agreement. Nothing in this Order shall prejudice any rights of Mr. Siegel or Crowe to seek compensation as an administrative expense under the Interim Compensation Order for services rendered prior to entry of this Order.

5. The employment and retention of Mr. Siegel as CRO shall not conflict with or preclude Mr. Siegel from serving as Liquidating Trustee under the First Amended Joint Plan of Liquidation of Circuit City Stores, Inc. and its Affiliated Debtors and Debtors In Possession and its Official Committee of Creditors Holding General Unsecured Claims.

6. This Order shall be effective and enforceable immediately upon entry and shall not be stayed pursuant to Rule 6004(h).

7. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

8. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: Richmond, Virginia  
March \_\_\_\_\_, 2010

---

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
One Rodney Square  
PO Box 636  
Wilmington, Delaware 19899-0636  
(302) 651-3000

- and -

Chris L. Dickerson, Esq.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM, LLP  
155 North Wacker Drive  
Chicago, Illinois 60606  
(312) 407-0700

- and -

Dion W. Hayes (VSB No. 34304)  
Douglas M. Foley (VSB No. 34364)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

I hereby certify that proposed order has been  
endorsed by all necessary parties.

/s/ Douglas M. Foley